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January 4, 2010

BY E-FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

ENTERED
Office of Proceedings
JAN - 4 2010
Part of
Public Record

Re: Docket No. 42113, Arizona Electric Power Cooperative, Inc. v.
BNSF Railway Company and Union Pacific Railroad Company

Dear Ms. Brown:

Enclosed for filing in the referenced proceeding is Complainant Arizona Electric Power Cooperative, Inc.'s Third Unopposed Motion to Extend Procedural Schedule. As stated in the Motion, the Defendants do not oppose the requested relief.

Because the current due date for AEPCO's opening evidence (January 15, 2010) is only eleven days away, AEPCO requests that the Board take **EXPEDITED ACTION** on the enclosed Motion.

Please provide electronic receipt of this filing. Thank you.

Respectfully submitted,


Christopher A. Mills

CAM:lad

Enclosure

cc (w/enclosure): Counsel for Defendants per Certificate of Service

EXPEDITED ACTION REQUESTED

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

ARIZONA ELECTRIC POWER)	
COOPERATIVE, INC.)	
)	
Complainant,)	
)	
v.)	Docket No. 42113
)	
BNSF RAILWAY COMPANY)	
)	
and)	
)	
UNION PACIFIC RAILROAD COMPANY)	
)	
Defendants.)	

**COMPLAINANT ARIZONA ELECTRIC POWER COOPERATIVE, INC.'S
THIRD UNOPPOSED MOTION TO EXTEND PROCEDURAL SCHEDULE**

Pursuant to 49 C.F.R. §§ 1104.7(b) and 1115.5(a), Complainant Arizona Electric Power Cooperative, Inc. ("AEPCO"), respectfully requests that the Board extend each of the remaining due dates under the procedural schedule for this proceeding for ten days. The defendants have authorized AEPCO to advise the Board that they do not oppose the requested extension.

The current and proposed new due dates are as follows:

	<u>Current Due Date</u>	<u>Proposed Due Date</u>
Complainant's opening evidence	January 15, 2010	January 25, 2010
Defendants' reply evidence	April 28, 2010	May 7, 2010
Complainant's rebuttal evidence	June 11, 2010	June 21, 2010
Closing briefs	July 2, 2010	July 12, 2010

The current schedule for the submission of evidence and briefs was established by the Board's decision served November 5, 2009, granting AEPCO's Second Unopposed Motion to Extend Procedural Schedule ("Second Motion"). In its Second Motion, AEPCO requested an extension of the evidentiary due dates because of delays in completing the production of relevant rail transportation contracts needed to finalize the SARR traffic group and determine the peak traffic year and week for purposes of conducting a simulation of the SARR's operations using the RTC Model. At the time, contract production was expected to be completed by early November 2009, but in fact it was not completed until early December. This delayed AEPCO's experts' finalization of the peak-year traffic group and commencement of the RTC simulation by several weeks.

In addition, on November 19, 2009, AEPCO's rail operations expert, Paul Smith of Smith Railway Consulting in Denver, CO, suffered a severe stroke. Although Mr. Smith's condition has since improved, he continues to be unable to perform any work on the SARR operating plan or related evidence. In mid-December, when it was clear that Mr. Smith would not be available, AEPCO engaged another expert to complete the operating plan and related evidence. It has taken time for the new expert to get up to speed, and an additional ten days are needed to enable him to complete his work and finalize the related evidence.

AEPCO has been authorized to represent to the Board that neither defendant (BNSF or Union Pacific) opposes the relief requested herein.

CONCLUSION

For the foregoing reasons, good cause exists to modify the procedural schedule in this case as requested in this Motion. Because only eleven days remain before Aepco's opening evidence is due under the current procedural schedule, AEPCO requests the Board to take **EXPEDITED ACTION** on this Motion.

Respectfully submitted,

ARIZONA ELECTRIC POWER
COOPERATIVE, INC.

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Dated: January 4, 2010

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CERTIFICATE OF SERVICE

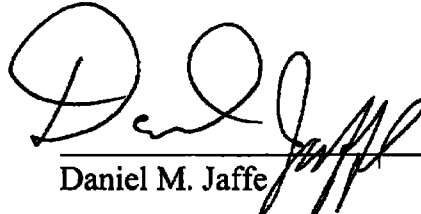
I hereby certify that on this 4th day of January, 2010, I caused copies of the foregoing Third Motion to Extend be served by email upon counsel for Defendants, as follows:

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